

L040000 28226

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐

PICK-UP

☐

WAIT

☐

MAIL

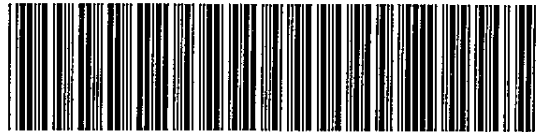
(Business Entity Name)

(Document Number)

Certified Copies \_\_\_\_\_ Certificates of Status \_\_\_\_\_

Special Instructions to Filing Officer:

Office Use Only



900031831929

04/13/04--01082--003 \*\*722.50

04 APR 12 PM 2:49

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
& BUSINESSES

L04-28226  
Q4

# ALAYON & ASSOCIATES, P.A.

ATTORNEYS AND COUNSELORS AT LAW  
A PROFESSIONAL ASSOCIATION

RICHARD ALAN ALAYON (N.Y., FL., FED. SO. DIST. 11<sup>TH</sup> CIR. & T.C.)  
GEOFFREY D. ITTLEMAN (FL. & FED.)  
EDUARDO SOTO (FL.)

REPLY TO: X

2450 S.W. 137TH AVENUE  
SUITE 221  
MIAMI, FLORIDA 33175  
TEL: (305) 221-2110  
FAX: (305) 221-5321

GARY S. BROOKS (FL. & FED.)\*  
GLENN J. HOLZBERG (FL., FED., SO. DIST. & 11<sup>TH</sup> CIR.)\*

INGRAHAM BLDG., STE. 1135  
25 SOUTHEAST 2<sup>ND</sup> AVENUE  
MIAMI, FLORIDA 33131-1506  
TEL. (305) 373-5444

\*OF COUNSEL

4551 PONCE DE LEON BLVD.  
CORAL GABLES, FLORIDA 33146

April 8, 2004

## FEDERAL EXPRESS

Ms. Gretchen Harvey  
State of Florida, Division of Corporations  
Registration Section  
409 East Gaines Street  
Tallahassee, Florida 32399

**Re: Palenzuela Properties at Timbercreek I, LTD.  
Palenzuela Properties at Timbercreek II, LTD  
Palenzuela Properties at Timbercreek I, INC.  
Palenzuela Properties at Timbercreek II, INC.  
R&S Palenzuela Family, LLC  
L&E Palenzuela Family, LLC**

Dear Gretchen:

Enclosed please find the following documents regarding the above-referenced entities:

- Certificate of Limited Partnership of Palenzuela Properties at Timbercreek I, LTD.; Certificate of Limited Partnership of Palenzuela Properties at Timbercreek II, LTD.;
- Articles of Incorporation of Palenzuela Properties at Timbercreek I, INC.; Articles of Incorporation of Palenzuela Properties at Timbercreek II, INC.;
- Articles of Organization for R&S Palenzuela Family, LLC; Articles of Organization for L&E Palenzuela Family, LLC.

Please provide us with a certificate of Good Standing for the entities and send me the originals via Federal Express for next day morning delivery.

FILED  
SECRETARY OF STATE  
04 APR 12 PM 2:49

We have enclosed a check in the amount of \$722.50 for the filing fees and a self-addressed Fed Ex envelope. Should you require any further information, please do not hesitate to contact our offices.

As always, thank you for your help.

Very truly yours,

A handwritten signature in dark ink, appearing to read 'Ed Soto', written over the closing 'yours,'.

Ed Soto

04 APR 12 PM 2:49

FILED  
SECRETARY OF STATE  
CLERK OF COURTS

**ARTICLES OF ORGANIZATION OF  
R&S PALENZUELA FAMILY, L.L.C.**

The undersigned hereby certify that we have associated ourselves together for the purpose of becoming a limited liability company under the laws of the State of Florida, providing for the formation, rights, privileges and immunities of limited liability companies for profit. We further declare that the following Articles shall be the Charter and authority for the conduct of business of such limited liability company.

**ARTICLE I  
NAME**

The name of the limited liability company shall be **R&S PALENZUELA FAMILY, L.L.C.**, and its principal place of business shall be in the City of Miami, County of Dade, State of Florida, but it shall have the power and authority to establish branch offices at such place or places as may be designed by the members.

**ARTICLE II  
PURPOSES AND POWERS**

The general nature of the business or businesses to be transacted and which the limited liability company is authorized to transact in addition to those authorized by the laws of the State of Florida, and the powers of the limited liability company, shall be as follows:

1. To engage in any activity or business authorized under the Florida Statutes.
2. In general, to carry on any and all incidental business; to have and exercise all the powers conferred by the laws of the State of Florida, and to do any and all things herein set forth to the same extent as a natural person might or could do.
3. To purchase or otherwise acquire, undertake, carry on, improve or develop, and or any of the business, goodwill, rights, assets and liabilities of any person, firm, association or corporation, carrying on any kind of business of a similar nature, to that which this limited liability company is authorized to carry on, pursuant to the provisions of the Articles, and to hold, utilize and in any manner dispose of the rights and property so acquired.

*Document Prepared By:*  
*Richard A. Alayon, Esq.*  
*Florida Bar No.: 934290*  
*Alayon & Associates, P.A.*  
*2450 S. W. 137th Avenue, Suite 221*  
*Miami, Florida 33175*  
*Tel: (305) 221-2110*

FILED  
SECRETARY OF STATE  
04-APR-12 PM 3:10

4. To enter into and make all necessary contracts for its business with any person, entity, partnership, association, corporation, domestic or foreign, or of any domestic or foreign state, government or governmental authority, or of any political or administrative subdivision or department thereof, and to perform and carry out, assign, cancel or rescind any of such contracts.

5. To exercise all or any of the limited liability company powers and to carry out all or any of the purposes enumerated herein, otherwise granted or permitted by law, while acting as agent, nominee, or attorney-in-fact, for any persons or corporations, and perform any service under contract or otherwise for any corporation, joint stock company, association, partnership, syndicate, individual or other entity, and in such capacity or under such arrangement develop, improve, stabilize, strengthen, or extend the property and commercial interest thereof, and to aid, assist, or participate in any lawful enterprise in connection therewith or incidental to such agency, representation, or service, or to render any other service or assistance insofar as it lawfully may under the laws of the State of Florida, providing for the formation, rights, privileges, and immunities of limited liability companies for profit.

6. To do everything necessary, proper, advisable, or convenient for the accomplishment of any of the purposes, or the attainment of any of the objects, or the furtherance of any of the powers herein set forth, either alone or in association with others, incidental or pertaining to, or going out of, or connected with its business or powers, provided the same shall not be inconsistent with the laws of the State of Florida.

7. The several clauses contained in this statement of the general nature of the business or businesses to be transacted shall be construed as both purposes and powers of this limited liability company, and statements contained in each clause shall, except as otherwise expressed, be in no way limited or restricted by reference to or inference from the terms of any other clause. They shall be regarded as independent purposes and powers.

8. Nothing herein contained shall be deemed or construed as authorizing or permitting, or purporting to authorize or permit, the limited liability company to carry on any business, exercise any power, or do any act which a limited liability company may not, under the laws of the State of Florida, lawfully carry on, exercise or do.

### **ARTICLE III**

### **CAPITAL CONTRIBUTIONS**

Capital contributions in the amount of Ten Thousand Dollars (\$10,000.00) cash shall be paid to the limited liability company by the members as follows:

LUIS A. PALENZUELA, as Managing Member	1%
ROBERTO L. PALENZUELA REVOCABLE TRUST u/a dated April __, 2004	34%

FILED  
SECRETARY OF STATE  
APR 12 PM 2:50  
TALLAHASSEE

SILVIA M. PALENZUELA REVOCABLE TRUST  
u/a dated April \_\_, 2004 35%

MAXIMILIAN ROBERTO PALENZUELA IRREVOCABLE TRUST  
u/a dated April \_\_, 2004 15%

DEANNA LOURDES PALENZUELA IRREVOCABLE TRUST  
u/a dated April \_\_, 2004 15%

Total 100%

Additional contributions will be made as required and determined by majority consent of the members. Members will make contributions in amounts equal to aforementioned shares.

**ARTICLE IV**  
**PROFITS AND LOSSES**

1. Sharing of Profits. The members shall be entitled to the net profits arising from the operation of the limited liability company business that remain after the payment of the expenses of conducting the business of the limited liability company as follows:

LUIS A. PALENZUELA, as Managing Member 1%

ROBERTO L. PALENZUELA REVOCABLE TRUST  
u/a dated April \_\_, 2004 34%

SILVIA M. PALENZUELA REVOCABLE TRUST  
u/a dated April \_\_, 2004 35%

MAXIMILIAN ROBERTO PALENZUELA IRREVOCABLE TRUST  
u/a dated April \_\_, 2004 15%

DEANNA LOURDES PALENZUELA IRREVOCABLE TRUST  
u/a dated April \_\_, 2004 15%

Total 100%

The distributive share of the profits shall be determined and paid to the members on the anniversary date of the commencement of business of the limited liability company.

FILED  
SECRETARY OF STATE  
04 APR 12 PM 2:50

2. Losses. All losses that occur in the operation of the limited liability company business shall be paid out of the capital of the limited liability company and the profits of the business.

**ARTICLE V**  
**LIMITED LIABILITY COMPANY POWERS**

All limited liability company powers shall be exercised by or under the authority of, and the business and affairs of this limited liability company shall be managed under the direction of the members of this limited liability company. This Article may be amended, from time to time, in the regulations of the limited liability company by an unanimous vote of the members of the limited liability company.

**ARTICLE VI**  
**DURATION**

The limited liability company shall exist perpetually existence or until dissolved in a manner provided by law, or as provided in the regulations adopted by the members.

**ARTICLE VII**  
**PRINCIPAL PLACE OF BUSINESS**

The principal office of this limited liability company shall be:

4733 East 11<sup>th</sup> Avenue  
Hialeah, Florida 33013

**ARTICLE VIII**  
**MANAGEMENT**

Management of this limited liability company is reserved to its members. The following member shall serve as the Managing Member of the limited liability company until the first annual meeting of members or until his successors are elected and qualify:

Luis A. Palenzuela  
4733 East 11<sup>th</sup> Avenue  
Hialeah, Florida 33013

04 APR 12 PM 2:50

FILED  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLE IX**  
**INITIAL REGISTERED OFFICE**  
**AND REGISTERED AGENT**

The address of the initial registered office of the limited liability company is **A&A REGISTERED AGENT, INC.**, 2450 S.W. 137th Avenue, Suite 221, Miami, Florida 33175, and the name of its initial registered agent at such address is **A&A REGISTERED AGENT, INC.**

**ARTICLE X**  
**RESTRICTIONS ON MEMBERSHIP**

Members shall have the right to admit new members by unanimous consent. Contributions required of new members shall be determined as of the time of admission to the limited liability company.

A member's interest in the limited liability company may not be sold or otherwise transferred, except with unanimous written consent of all members.

Upon the death, retirement, resignation, expulsion, bankruptcy or dissolution of a member, or the occurrence of any other event that terminates the continued membership of a member in the limited liability company, the remaining members shall have the right continue the business upon unanimous consent of such remaining members.

The undersigned, being the original members of the limited liability company, hereby certify that the foregoing constitutes the proposed Articles of Organization of **R&S PALENZUELA FAMILY, L.L.C.**


Executed by the undersigned at Miami, Miami-Dade County, Florida, this 8<sup>th</sup> day of April, 2004.

**[SIGNATURE PAGE FOLLOWS]**

FILED  
SECRETARY OF STATE  
04 APR 12 PM 2:50

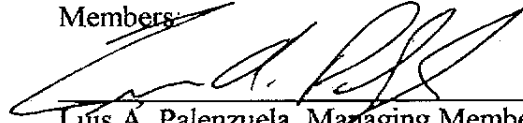


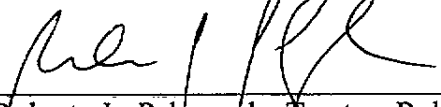
Witnesses as to all:

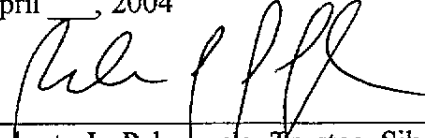
  
Name: Eduardo Seta

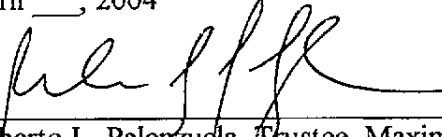
Name: \_\_\_\_\_

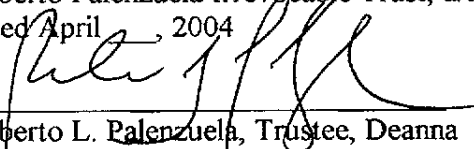
Members:

  
Luis A. Palenzuela, Managing Member

  
Roberto L. Palenzuela, Trustee, Roberto L.  
Palenzuela Revocable Trust, u/a dated  
April \_\_, 2004

  
Roberto L. Palenzuela, Trustee, Silvia M.  
Palenzuela Revocable Trust, u/a dated  
April \_\_, 2004

  
Roberto L. Palenzuela, Trustee, Maximilian  
Roberto Palenzuela Irrevocable Trust, u/a  
dated April \_\_, 2004

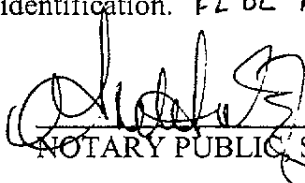
  
Roberto L. Palenzuela, Trustee, Deanna  
Lourdes Palenzuela Irrevocable Trust, u/a  
dated April \_\_, 2004

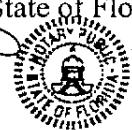
04 APR 12 PM 2:50

FILED  
SECRETARY OF STATE  
-NOTARIAL PUBLIC DIVISION-

STATE OF FLORIDA                    )  
  ) SS.  
COUNTY OF MIAMI-DADE         )

The foregoing Articles of Organization of R+S Palenzuela Family, L.L.C., were acknowledged before me, a Notary Public in and for the State of Florida, this 8 day of April, 2004, by each of the foregoing signatories each of whom is known to me or who has produced their Florida Drivers License as identification. FL DL P452 732 63 3380

  
\_\_\_\_\_  
NOTARY PUBLIC, State of Florida  
Gretel Rodriguez  
Commission # DD250061  
Expires Oct. 21, 2007  
Aaron Notary  
1-800-350-5161



My Commission Expires:

**ACCEPTANCE BY REGISTERED AGENT**

Having been appointed the registered agent of **R&S PALENZUELA FAMILY, L.L.C.**, the undersigned hereby accepts such appointment, agrees to act in such capacity, and accepts the obligations imposed by Florida Statutes Section 608.415.

Executed this 8 day of April, 2004.

**A&A REGISTERED AGENT, INC.**

By:   
\_\_\_\_\_  
Gretel Rodriguez, President

FILED  
SECRETARY OF STATE  
04 APR 12 PM 2:50